

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1236.
FILED, DECEMBER 4th, 1964.

BELL KNIT INDUSTRIES LIMITED

Full corporate name of Company
(Incorporated under the first part of the Companies Act
(Canada) by letters patent dated October 13, 1915)

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Completion of share exchange offer whereby the Company acquired all the outstanding Class A and common shares in the capital of Bell Knitting Mills Limited in exchange for 270,000 common shares of the Company. The aforesaid share exchange offer is subject to the approval of the shareholders at the annual and special general meeting of shareholders to be held on January 15, 1965. (See item 20)																																
2. Head office address and any other office address.	Head office - Kincardine, Ontario Office address - 2466 Dundas St. West, Toronto, Ontario																																
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p style="text-align: center;"><u>DIRECTORS</u></p> <table><thead><tr><th>Name</th><th>Address</th><th>Occupation</th></tr></thead><tbody><tr><td>Samuel Rotman</td><td>15 Frontenac Ave., Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Joseph Rotman</td><td>10 Lawnhurst Blvd., Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Sidney Goodman</td><td>12 Lawnhurst Blvd., Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Moses Hanser</td><td>8 Lawnhurst Blvd., Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Mrs. Jean Hanser</td><td>8 Lawnhurst Blvd., Toronto, Ontario.</td><td>Housewife</td></tr><tr><td>William Leggat</td><td>28 Broadway Avenue, Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Archibald MacKay</td><td>25 Marionfield Ave., Toronto, Ontario.</td><td>Dyer</td></tr><tr><td>Max Selkow</td><td>16 Frontenac Ave., Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Dr. Matthew Rotstein</td><td>151 Old Forest Hill Rd., Toronto, Ontario.</td><td>Physician</td></tr></tbody></table>			Name	Address	Occupation	Samuel Rotman	15 Frontenac Ave., Toronto, Ontario.	Executive	Joseph Rotman	10 Lawnhurst Blvd., Toronto, Ontario.	Executive	Sidney Goodman	12 Lawnhurst Blvd., Toronto, Ontario.	Executive	Moses Hanser	8 Lawnhurst Blvd., Toronto, Ontario.	Executive	Mrs. Jean Hanser	8 Lawnhurst Blvd., Toronto, Ontario.	Housewife	William Leggat	28 Broadway Avenue, Toronto, Ontario.	Executive	Archibald MacKay	25 Marionfield Ave., Toronto, Ontario.	Dyer	Max Selkow	16 Frontenac Ave., Toronto, Ontario.	Executive	Dr. Matthew Rotstein	151 Old Forest Hill Rd., Toronto, Ontario.	Physician
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	<p style="text-align: center;"><u>OFFICERS</u></p> <table><tbody><tr><td>Chairman of the Board</td><td>-</td><td>Samuel Rotman</td></tr><tr><td>President</td><td>-</td><td>Joseph Rotman</td></tr><tr><td>Vice-President</td><td>-</td><td>Dr. Matthew Rotstein</td></tr><tr><td>Secretary</td><td>-</td><td>William Leggat</td></tr></tbody></table>			Chairman of the Board	-	Samuel Rotman	President	-	Joseph Rotman	Vice-President	-	Dr. Matthew Rotstein	Secretary	-	William Leggat																		
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Secretary	-	William Leggat																															
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 1,250,000 common shares without nominal or par value Issued capital - 317,189 common shares without nominal or par value																																
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	7% Debenture in the principal amount of \$94,000 Bank indebtedness - 882,000.00																																
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None																																
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None																																
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																																
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Continued expansion of the general textile business presently carried on by the Company.																																

FINANCIAL STATEMENTS

BELL KNIT INDUSTRIES LIMITED
 (Incorporated Under the Companies Act - Canada)
(FORMERLY THE CIRCLE BAR KNITTING COMPANY LIMITED)

BALANCE SHEET
As at May 31, 1964

ASSETS

Current:

Cash on Hand	\$ 2,564.24
Accounts Receivable	\$ 183,981.54
Less : Allowance for Doubtful Accounts	2,484.00
Merchandise Inventory - At Cost	181,497.54
Mortgage Receivable - Current Portion	713,845.10
Sundry Assets	1,275.00
	8,748.66
	\$ 907,930.54

Investment in Wholly-Owned Subsidiary

Bell Knitting Mills(1964) Limited - At Cost (Note 1.)	722,200.00
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Fixed:

	Cost	Accumulated Depreciation	Net Book Value
Land	\$ 82,146.25	\$ 82,146.25	
Buildings	444,953.12	\$ 67,071.15	377,881.97
Machinery and Equipment	912,953.88	563,560.82	349,393.06
Automobiles and Trucks	9,832.43		9,832.43
Leasehold Improvements	6,030.70	714.44	5,316.26
	\$ 1,455,916.38	\$ 631,346.41	824,569.97

Other:

Cash Surrender Value - Life Insurance	15,960.00
Mortgage Receivable - (Less: Current Portion)	12,225.02
Patents and Trade Marks	965.00

<u>Total Assets</u>	2,483,850.53
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LIABILITIES

Current:

Bank Indebtedness - Secured	860,653.19
Accounts Payable and Accrued Liabilities	165,153.07
Federal Taxes Payable	8,832.20
Deposit on Sale of Fixed Assets	2,000.00
Demand Note Payable - Shareholder	18,000.00
Shareholders' Accounts - Net	4,365.21

Deferred:

Note Payable-Bell Knitting Mills (1964)	
Limited - (Note 2.)	\$ 459,647.32
Debenture Payable - (Note 3.)	94,000.00

<u>Total Liabilities</u>	1,612,650.99
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SHAREHOLDERS' EQUITY

<u>\$ 871,199.54</u>

The accompanying Notes form an Integral Part of this Statement.

Approved on Behalf of the Board of Directors:

This is the Balance Sheet referred to in our Report to the Shareholders dated August 27, 1964.

Greenwood Lipton & Company
 Greenwood, Lipton & Company.

BELL KNIT INDUSTRIES LIMITED

(FORMERLY THE CIRCLE BAR KNITTING COMPANY LIMITED)

STATEMENT OF SHAREHOLDERS' EQUITY

For Period from July 1, 1963 to May 31, 1964

CAPITAL STOCK

Authorized :

1,250,000 Common Shares - No Par Value (Note 4.)

Issued and Fully Paid :

587,189 Common Shares - (Note 5.)	\$ 922,695.00
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ACCUMULATED EARNINGS

Balance - July 1, 1963	\$ 4,402.27
Less : Net Loss for Period	55,897.73
Deficit - May 31, 1964	51,495.46

SHAREHOLDERS' EQUITY - May 31, 1964

<u>\$ 871,199.54</u>

STATEMENT OF PROFIT AND LOSS

For Period from July 1, 1963 to May 31, 1964

Net Operating Loss -

Transferred to Accumulated Earnings	\$ 55,897.73
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BELL KNIT INDUSTRIES LIMITED
(FORMERLY THE CIRCLE BAR KNITTING MILLS LIMITED)
NOTES TO THE FINANCIAL STATEMENTS
For Period from July 1, 1963 to May 31, 1964

1. Investment in Wholly-Owned Subsidiary

The Investment is made up as follows:

Common Shares of Toronto Petticoat Company Limited	\$ 26,000.00
Common Shares of North American Worsted Limited	146,000.00
Common Shares and Class A Preference Shares of Bell Knitting Mills Limited	623,700.00
	\$ 795,700.00
Less : Redemption of All Class A Preference Shares of Bell Knitting Mills Limited at Par	73,500.00
	\$ 722,200.00

On May 29, 1964, the above Companies were amalgamated as Bell Knitting Mills (1964) Limited

2. Note Payable

The Note Payable is an unsecured Note, without Interest, Due on May 29, 1969.

3. Debenture Payable

The 7% Debenture Payable, Due May 29, 1969 is secured by a First Mortgage on the Company's Property located at 89 and 91 Tycos Drive, Toronto. Under the Terms of the Debenture, No Principal Payments are due until Maturity, but the Company has the Option, on 30 Day's Notice, to repay the whole or any part thereof.

4. Authorized Capital

The following Changes in the Authorized Capital were approved by Supplementary Letters Patent dated April 15, 1964:

- (a) Cancellation of all Unissued Class "A" Shares.
- (b) Cancellation of all Unpaid Accumulated Dividends.
- (c) Conversion of the 26,398 Issued Class "A" Shares to 131,900 Fully Paid Common Shares.
- (d) Consolidation of the 26,398 Common Shares to 13,199 Fully Paid Common Shares.
- (e) The Authorized Capital increased to 1,250,000 No Par Value, Common Shares.

5. Capital Stock Issued and Fully Paid

The following changes took place in the Issued Capital of the Company during the Period under review:

131,990 Shares were issued on Conversion of 26,398 Class "A" Shares.	
13,199 Shares were issued on Consolidation of 26,398 Common Shares.	
<u>145,189</u>	<u>\$ 126,995.00</u>
26,000 Shares were issued as Consideration for the Purchase of the Issued Shares of Toronto Petticoat Company Limited	26,000.00
146,000 Shares were issued as Consideration for the Purchase of the Issued Shares of North American Worsted Limited	146,000.00
270,000 Shares were issued as Consideration for the Purchase of the Issued Common and Class "A" Preference Shares of Bell Knitting Mills Limited	623,700.00
<u>587,189</u>	<u>\$ 922,695.00</u>

6. Depreciation

The Operations have not been charged with Depreciation for the Period under review.

AUDITORS' REPORT

The Shareholders,
Bell Knit Industries Limited,
(Formerly The Circle Bar Knitting Company Limited)

We have examined the Balance Sheet of Bell Knit Industries Limited, (Formerly The Circle Bar Knitting Company Limited) as at May 31, 1964 and the related Statements of Profit and Loss and Shareholders' Equity for the Period from July 1, 1963 to May 31, 1964, and have obtained all the information and explanations we have required. We have made a general review of the Accounting Procedures and have made such tests of the Accounting Records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the accompanying Balance Sheet and Statements of Profit and Loss and Shareholders' Equity, present fairly the Financial position of the Company as at May 31, 1964 and the results of its operations for the period under review in accordance with generally accepted Accounting Principles applied on a basis consistent with that of the preceding year.

Greenwood Lipton & Company

Greenwood, Lipton & Company,
Chartered Accountants.

Toronto, Ontario,
August 27, 1964.

BELL KNIT INDUSTRIES LIMITED**INTERIM BALANCE SHEET**

As at September 30, 1964

(Subject to Year End Audit and Adjustment)

ASSETS

Current:

Accounts Receivable	\$ 401,207.94	
Less : Allowance for Doubtful Accounts	2,484.00	\$ 398,723.94
Merchandise Inventory - Estimated		683,800.00
Mortgage Receivable - Current Portion		1,275.00
Sundry Assets		24,263.29 \$ 1,108,062.23

Investment in Wholly-Owned Subsidiary:

Bell Knitting Mills (1964) Limited - At Cost	722,200.00
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Fixed:

	Cost	Accumulated Depreciation	Net Book Value
Land	\$ 82,146.25		\$ 82,146.25
Buildings	444,953.12	\$ 67,071.15	377,881.97
Machinery and Equipment	861,837.39	563,560.82	298,276.57
Vehicles	9,832.43		9,832.43
Leasehold Improvements	6,030.70	714.44	5,316.26
	\$ 1,404,799.89	\$ 631,346.41	773,453.48

Other:

Cash Surrender Value - Life Insurance	15,960.00
Mortgage Receivable - (Less-Current Portion)	12,015.02
Patents and Trade Marks	965.00
Total Assets	

2,632,655.73

LIABILITIES

Current:

Bank Indebtedness - Secured	866,255.02
Accounts Payable and Accrued Liabilities	228,040.63
Federal Taxes Payable	14,624.81
Demand Note Payable - Shareholder	18,000.00
Shareholders Accounts	1,046.45
	1,127,966.91

Deferred:

Note Payable - Bell Knitting Mills (1964) Limited -	
Due May 29, 1969	\$ 459,647.32
7% Debenture Payable - Due May 29, 1969	94,000.00
Total Liabilities	

1,681,614.23

SHAREHOLDERS' EQUITY**CAPITAL STOCK**

Authorized :

1,250,000 Common Shares - No Par Value

Issued and Fully Paid:

587,189 Common Shares \$ 922,695.00

ACCUMULATED EARNINGS

Net Profit for Period	\$ 79,841.96
Less : Deficit Balance - June 1, 1964	51,495.46

Balance - September 30, 1964 28,346.50

SHAREHOLDERS' EQUITY - September 30, 1964

\$ 951,041.50

Approved on Behalf of the Board of Directors:

BELL KNIT INDUSTRIES LIMITED**STATEMENT OF SOURCE AND APPLICATION OF FUNDS**

FOR PERIOD FROM JUNE 1, 1964 TO SEPTEMBER 30, 1964

FUNDS PROVIDED BY:

Net Profit for Period	\$ 79,841.96
Sale of Machinery and Equipment	51,660.00
Principal Payments Received on Mortgage	210.00
Total Funds Provided	\$ 131,711.96

FUNDS APPLIED TO:

Purchase of Machinery and Equipment	543.51
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NET DECREASE IN WORKING CAPITAL DEFICIT	\$ 131,168.45
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BELL KNITTING MILLS LIMITED

BALANCE SHEET

(Prior to Sale of Assets)

As at May 28, 1964

ASSETS

Current:

Cash on Hand and in Bank	\$ 612.78
Accounts Receivable	104,314.84
Provincial Taxes Receivable	2,725.82
Merchandise Inventory - Sale Price	510,251.72
Advance - S. Rotman Dyers	8,583.46
- North American Worsted Limited	52,674.14
Cash Surrender Value of Life Insurance	15,960.00
Sundry Assets	2,331.82
	\$ 697,454.58

Fixed:

	Cost	Accumulated Depreciation	Net Book Value
Plant and Equipment	\$ 486,053.94	\$ 322,266.74	\$ 163,787.20
Vehicles	20,021.86	12,500.46	7,521.40
Leasehold Improvements	18,392.56	15,934.04	2,458.52
	\$ 524,468.36	\$ 350,701.24	173,767.12

Other:

Mortgage Receivable	3,500.02
Total Assets	874,721.72

LIABILITIES

Current:

Outstanding Cheques	23,402.74
Bank Loan - (Secured)	242,000.00
Accounts Payable	76,867.59
Advance - Toronto Petticoat Company Limited	1,972.68
- Bell Knit Industries Limited	163,355.59
Federal Taxes Payable	10,937.26
Salesmen's Balances	811.18
Shareholders' Accounts	1,271.65
Note Payable - M. Rotstein	18,000.00
Accrued Expenses	14,501.11
Total Liabilities	553,119.80

SHAREHOLDERS' EQUITY

CONTINGENT LIABILITY - Bank Guarantees	-	\$ 375,000.00
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Schedule #1

BELL KNITTING MILLS LIMITED

BALANCE SHEET

As of May 28, 1964

ASSETS

Note Receivable - Bell Knit Industries Limited	\$ 321,601.92
Total Assets	\$ 321,601.92

SHAREHOLDERS' EQUITY

CAPITAL STOCK - Authorized

5,000 Common Shares	- Par Value \$ 10.00 each
20,000 Class "A" Preference Shares	- 5%, Non-Cumulative, Redeemable Voting - Par Value \$ 10.00 each
8,899 Shares	- Redeemed
25,000 Class "B" Preference Shares	- 5%, Non-Cumulative, Redeemable Non-Voting - Par Value \$ 10.00 each
10,000 Shares	- Redeemed

CAPITAL STOCK - Issued and Fully Paid

2,005 Common Shares	\$ 20,050.00
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ACCUMULATED EARNINGS

Balance - January 1, 1964	\$ 314,014.09
Add - 1963 Income Tax Refund	735.46
Less - Goodwill Written Off	\$ 10,000.00
Net Loss for Period ended May 28, 1964 - per Schedule #2	3,197.63
	13,197.63
Balance - May 28, 1964	301,551.92

TOTAL SHAREHOLDERS' EQUITY - May 28, 1964	\$ 321,601.92
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CONTINGENT LIABILITY - Bank Guarantees	- \$ 375,000.00
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Approved on Behalf of the Board of Directors:

To Be Read with our Report of August 27, 1964.

Schedule #2

BELL KNITTING MILLS LIMITED

MANUFACTURING, TRADING AND PROFIT AND LOSS STATEMENT

For Period from January 1, 1964 to May 28, 1964

<u>Sales</u>	\$ 390,153.47	100.0%
<u>Cost of Sales</u>		
<u>Material Cost</u>		
Inventory, January 1, 1964 \$ 430,224.45		
Merchandise Purchased	325,873.13	
Travel Expense - Buying	15.12	
	756,112.70	
Less - Merchandise Sold -		
May 28, 1964	510,251.72	\$ 245,860.98
		63.7
<u>Direct Labour</u>		
Wages	108,451.74	
Manager's Salary	5,500.00	113,951.74
		28.9
Factory Overhead - per Schedule #3	29,562.36	
		7.6
	389,375.08	
<u>Gross Profit</u>		
	778.39	0.3
<u>Selling Expenses</u> - per Schedule #3	22,710.97	5.8
<u>General and Administrative Expenses</u> -		
- per Schedule #3	20,532.67	
	43,243.64	5.3
<u>Net Trading Loss</u>	42,465.25	10.8%
<u>Less - Depreciation Recapture</u>	39,267.62	
<u>Net Loss</u>	\$ 3,197.63	0.8%

Schedule #3

BELL KNITTING MILLS LIMITED

SCHEDULE OF OVERHEAD EXPENSES

For Period from January 1, 1964 to May 28, 1964

<u>Factory Overhead</u>	
Rent	\$ 8,000.00
Machine Repairs and Maintenance	8,579.57
Dominion Electric Protection	313.50
Light, Heat, Power and Water	4,867.84
Insurance and Taxes	3,930.12
Factory Expenses	1,383.06
Employees' Benefits	2,488.27
	\$ 29,562.36
<u>Selling Expenses</u>	
Manager's Salary	\$ 5,500.00
Salemen's Commission	7,135.29
Shipping Salaries	6,405.29
Shipping and Delivery	1,446.01
Car and Truck Expenses	1,534.34
Advertising and Sundry Selling	563.90
Travelling Expenses	126.14
	\$ 22,710.97
<u>General and Administrative Expenses</u>	
Manager's Salary	\$ 5,500.00
Office Salaries	3,143.50
Legal and Audit	1,277.83
General and Office Expenses	1,991.67
Donations	300.00
Postage, Telephone and Telegraph	2,352.05
Discounts Allowed	1,678.24
Interest and Bank Charges	6,280.62
Capital and Place of Business Tax	283.46
Bad Debts	429.91
	\$ 23,237.28
<u>Less : Interest and Discounts Earned</u>	274.39
Allowance for Bad Debts -	
January 1, 1964	430.22
Management Fees	2,000.00
	2,704.61
	\$ 20,532.67

GREENWOOD, LIPTON & COMPANY
CHARTERED ACCOUNTANTS

The Shareholders,
Bell Knitting Mills Limited,
2466 Dundas Street, West,
Toronto, Ontario.

Gentlemen:

We have examined the accompanying Balance Sheet of Bell Knitting Mills Limited as at May 28, 1964 and the Statement of Manufacturing, Trading and Profit and Loss for the Period from January 1, 1964 to May 28, 1964. Our examination included a general review of the Accounting Procedures and such tests of the Accounting Records and other supporting evidence as we considered necessary in the circumstances. We have obtained all the information and explanations we have required.

In our opinion, the accompanying Financial Statements present fairly the Financial position of the Company as at May 28, 1964 and the result of its operations for the period under review, in accordance with generally accepted Accounting Principles applied on a basis consistent with that of the preceding year.

Respectfully submitted,

Greenwood, Lipton & Company
Greenwood, Lipton & Company.

This is the Schedule referred to in clause 20 of the annexed Filing Statement.

BELL KNIT INDUSTRIES LIMITED

CALCULATION JUSTIFYING THE NUMBER OF SHARES TO BE ISSUED
IN EXCHANGE FOR BELL KNITTING MILLS LIMITED SHARES

Valuation of Bell Knit Industries Limited Shares

Net Worth of Bell Knit Industries Limited - as per June 30, 1963 Pro Forma Statement	\$303,397.27
Add: Excess of Market Value over Book Value on Following Assets:	

	<u>Book Value</u>	<u>Market Value</u>
Properties - 89 and 91 Tycos	\$399,650.00	\$ 527,000.00
Shares of		
Toronto Petticoat Company Limited		
North American Worsted Limited	<u>172,000.00</u>	<u>475,000.00</u>
	<u>\$571,650.00</u>	<u>\$1,002,000.00</u>
		<u>430,350.00</u>

<u>Estimated Market Value of Bell Knit Industries Limited</u>	<u>\$733,747.27</u>
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<u>Estimated Value of Each Share of Bell Knit Industries Limited</u> (\$733,747.00/317,189)	<u>\$ 2.31</u>
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Valuation of Bell Knitting Mills Limited Shares

Net Worth - Bell Knitting Mills Limited - per Statement December 31, 1963	\$425,564.09
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Less: Goodwill 1800 Class "B" Preference Shares	<u>\$10,000.00</u>	<u>18,000.00</u>	<u>28,000.00</u>
			\$397,564.09

Add: Excess Value of Equipment over Market Value	<u>226,142.00</u>
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<u>Estimated Market Value of Shares Purchased</u>	<u>\$623,706.09</u>
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<u>Valuation Agreed Upon by Vendors</u>	<u>\$623,700.00</u>
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<u>Number of Shares Issued - \$623,700/2.31</u>	<u>270,000 shares</u>
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Prepared by Messrs. Greenwood, Lipton & Co.,
the auditors of Bell Knit Industries Limited.

On February 7, 1964 a share exchange offer was made to the holders of all the 5% non-cumulative redeemable voting Class A preference shares with a par value of \$10 each and all the common shares with a par value of \$10 each being 7,350 Class A preference shares and 2,004 common shares in the capital of Bell Knitting Mills Limited ("Bell Knitting"). The said share exchange provided for the exchange of such Class A and common shares for an aggregate of 270,000 fully paid and non-assessable common shares without nominal or par value in the capital stock of The Circle Bar Knitting Company, Limited (now Bell Knit Industries Limited and hereinafter called the "Company") as such shares were constituted following the approval of the proposed Compromise or Arrangement involving the Company.

The said share exchange offer was accepted by all the Class A and common shareholders of Bell Knitting within the time limited for acceptance and all such Class A and common shares were transferred to the Company. The 270,000 common shares of the Company to which the transferor shareholders are entitled form the subject of this filing statement.

At the time of acquisition Bell Knitting was carrying on a general textile operation producing packaged textile products with an emphasis on knitwear. The business operation was of such a nature as to fit smoothly within the more extensive textile operations of the Company.

10. Brief statement of company's chief development work during past year.	Not applicable
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Joseph Rotman Moses and Jean Hanser Sydney and Mary Goodman Consideration - 270,000 common shares of the Company
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Joseph Rotman Moses and Jean Hanser Sydney and Mary Goodman Consideration - 270,000 common shares of the Company
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	No shares are held in escrow
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	No shares are held in escrow
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	The names, addresses and shareholdings of the five largest shareholders are: Samuel Rotman, 15 Frontenac Ave., Toronto 238,251 shs. A.E. Osler & Co., 11 Jordan St., Toronto 15,960 shs. Bell Knitting Mills (1964) Limited, 2466 Dundas St. West, Toronto 6,750 shs. Max Selkow, 16 Frontenac Ave., Toronto 2,125 shs. Mrs. Dorothy I. Campbell, Apt. 7, 138 Wellesley Cr., Toronto 5 925 shs. All of the above shares save those in the name of A.E. Osler & Co. are beneficially held. — Roy Mosé
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Samuel Rotman, 15 Frontenac Ave., Toronto, Ontario
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	NIL
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company which are still in effect and not disclosed in the foregoing.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	See attached Schedule for further details re Bell Knitting Mills Limited share exchange offer. There are no shares of the Company in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED October 9, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

BELL KNIT INDUSTRIES LIMITED

"J. Rotman"

CORPORATE
SEAL

"W. Leggat"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)